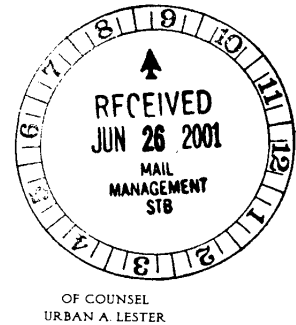


ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
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(202) 393-2266  
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RECORDATION NO. 23518-A FILED

June 26, 2001

JUN 26 '01 11:37 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: El-Mo II Trust No. 2001-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. B1, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board concurrently herewith under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

23 SD70M locomotives within the series UP 4614- UP 4665 attached hereto.

Mr. Vernon A. Williams  
June 26, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. B1, between  
Wilmington Trust Company, Lessor, and El-Mo Leasing II  
Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

[U.S. Bancorp]

**Exhibit A**

<b>Equipment:</b>	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
<b>Quantity:</b>	23 Units
<b>Road Numbers Prefix UP:</b>	4614, 4615, 4616, 4617, 4618, 4619, 4620, 4621, 4622, 4623, 4624, 4625, 4626, 4627, 4628, 4629, 4630, 4631, 4632, 4633, 4634, 4664, 4665

RECORDATION NO. 23518-A FILED

JUN 26 '01 11-87 AM

EL-MO II TRUST NO. 2001-B SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE SUPPLEMENT NO. B1**

Memorandum of Lease Supplement No. B1 made and entered into on June 27, 2001 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

**WITNESSETH**

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 27, 2001, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. B1 dated June 27, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By   
Name: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

Executed on this \_\_\_\_ day of June 2001.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of June 2001.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June 2001.

EL-MO LEASING II CORPORATION

By  \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of June 2001.

STATE OF Delaware )  
 )  
COUNTY OF New Castle ) SS:

On this, the 20<sup>th</sup> day of June, 2001, before, a Notary Public in and for said County and State, personally appeared PATRICIA A. EVANS, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer Wilmington Trust that said instrument was signed on June 20<sup>th</sup>, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington, DE

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this, the \_\_\_\_ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on June \_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of June, 2001, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on June \_\_\_\_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

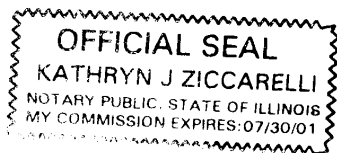
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this, the 20<sup>th</sup> day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on June 20, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. <sup>Direct</sup>

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli  
Name: Kathryn J. Ziccarelli  
Notary Public  
My Commission Expires: 7/30/01  
Residing in DePue County



[U.S. Bancorp]

**Exhibit A**

<b>Equipment:</b>	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
<b>Quantity:</b>	23 Units
<b>Road Numbers Prefix UP:</b>	4614, 4615, 4616, 4617, 4618, 4619, 4620, 4621, 4622, 4623, 4624, 4625, 4626, 4627, 4628, 4629, 4630, 4631, 4632, 4633, 4634, 4664, 4665